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COMMONWEALTH OF VIRGINIA

STATE CORPORATION COMMISSION

AT RICHMOND, MARCH 30, 1998

PETITION OF

PREFERRED CARRIER SERVICES  
OF VIRGINIA, INC.

and  
PHONES FOR ALL, INC.

CASE NO. PUA980009

For approval of Agreement  
and Plan of Merger

ORDER FOR NOTICE AND COMMENTS AND REQUESTS FOR HEARING

On March 5, 1998, Preferred Carrier Services of Virginia, Inc. ("Preferred Carrier Services"), and Phones For All, Inc. ("Phones For All"), (collectively, "the Petitioners") completed their filing of a petition requesting approval, pursuant to § 56-88.1 of the Code of Virginia, of a proposed transaction which would result in a merger whereby Preferred Carrier Services would merge with and into Phones For All. Preferred Carrier Services is currently certificated to provide local exchange telecommunications service in Virginia.

Pursuant to § 56-88.1 of the Code of Virginia, the Commission has sixty days in which to approve or disapprove such petition and may extend that time for a period not to exceed an additional 120 days.

NOW THE COMMISSION, upon consideration of the above referenced petition, is of the opinion that public notice should

be given and that the Commission Staff should evaluate the petition. In addition, we will extend the time for review of this petition pursuant to § 56-88.1 of the Code of Virginia. Pursuant to that provision, the Commission must act on the petition for authority to acquire or dispose of a public utility within 60 days of filing or the petition will be deemed to be approved. However, the Commission may extend this 60 day period for "a period not to exceed an additional 120 days."

The issues involved in this petition are complex and will require additional time for review. As such, we are of the opinion that 60 days is not sufficient time in which to investigate fully the matters associated with Phones For All acquiring control of Preferred Carrier Services. It is therefore necessary to extend the period for review of issues under § 56-88.1 of the Code of Virginia for an additional 120 days, or through September 1, 1998.

Accordingly, IT IS ORDERED THAT:

(1) The period of review of issues governed by § 56-88.1 of the Code of Virginia shall be extended for a period not to exceed 120 days from the date of the initial 60 day period of review, or through September 1, 1998.

(2) The Petitioners shall promptly make a copy of their petition and supporting material available to the public, who may obtain a copy of the petition, at no charge, by requesting it in

writing from Phones For All's counsel at the address detailed below.

(3) Any interested person wishing to comment on the petition shall, on or before May 15, 1998, address such written comments to: William J. Bridge, Clerk, State Corporation Commission, c/o Document Control Center, P.O. Box 2118, Richmond, Virginia 23218, and shall refer to Case No. PUA980009.

(4) On or before May 15, 1998, any person desiring a hearing in this matter shall file a request for hearing in writing with William J. Bridge, Clerk, State Corporation Commission, c/o Document Control Center, P.O. Box 2118, Richmond, Virginia 23218, and shall refer to Case No. PUA980009. Any request for hearing shall detail reasons why such issues cannot be adequately addressed in written comments.

(5) A copy of such comments and requests for hearing shall simultaneously be sent to counsel for the Petitioners as follows: Andrew Kang, Regulatory Counsel, Preferred Carrier Services of Virginia, Inc., 500 Grapevine Highway, Suite 300, Hurst, Texas 76054-2708.

(6) The Commission Staff shall review the petition and shall file, on or before June 10, 1998, the results of its investigation.

(7) On or before April 24, 1998, the Petitioners shall publish the following notice as display advertising, not

classified, twice a week for two consecutive weeks in newspapers of general circulation throughout the Commonwealth of Virginia:

NOTICE OF JOINT PETITION OF  
PREFERRED CARRIER SERVICES OF VIRGINIA,  
INC., AND PHONES FOR ALL, INC., FOR  
APPROVAL OF AGREEMENT AND PLAN OF MERGER  
CASE NO. PUA980009

Preferred Carrier Services of Virginia, Inc. ("Preferred Carrier Services"), and Phones For All, Inc. ("Phones For All") (collectively, "the Petitioners") filed a petition with the State Corporation Commission requesting approval of a proposed transaction which would result in a merger whereby Preferred Carrier Services would merge with and into Phones For All.

A copy of the above referenced petition is available for inspection during regular business hours at the State Corporation Commission, Document Control Center, First Floor, Tyler Building, 1300 East Main Street, Richmond, Virginia. Interested persons may obtain a copy of the petition, at no charge, by requesting a copy in writing from Preferred Carrier Services' counsel at the address noted below.

Comments on this petition must be submitted in writing to William J. Bridge, Clerk, State Corporation Commission, c/o Document Control Center, P.O. Box 2118, Richmond, Virginia 23218, on or before May 15, 1998. Requests for hearing must also be received by the Clerk on or before May 15, 1998, and shall provide an explanation of why a hearing is necessary and why such issues cannot be adequately addressed in written comments.

All correspondence should refer to Case No. PUA980009. A copy of the comments or requests for hearing must also be sent to counsel for Preferred Carrier Services as follows: Andrew Kang, Regulatory Counsel, Preferred Carrier Services of Virginia, Inc.,

500 Grapevine Highway, Suite 300, Hurst,  
Texas 76054-2708.

If no requests for hearing are received,  
a formal hearing with oral testimony may not  
be held.

PREFERRED CARRIER SERVICES OF VIRGINIA, INC.  
PHONES FOR ALL, INC.

(8) The Petitioners shall forthwith serve a copy of this Order on the Chairman of the Board of Supervisors of any county and upon the Mayor or Manager of any county, city, or town or equivalent officials in counties, towns and cities having alternate forms of government in the Commonwealth of Virginia. Service shall be made by first-class mail or delivery to the customary place of business or residence of the person served.

(9) On or before May 15, 1998, the Petitioner's shall provide the Commission with proof of notice required in Ordering Paragraphs (7) and (8).